

UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA

VINCE ROWE, Derivatively On Behalf of THE ) Case No. 04-cv-4576 JRT-FLN  
ST. PAUL TRAVELERS COMPANIES, INC., )  
f/n/a THE ST. PAUL COMPANIES, INC., } Judge John R. Tunheim  
Plaintiff, } Magistrate Judge Franklin L. Noel  
vs. }  
JAY S. FISHMAN, ROBERT I. LIPP, )  
HOWARD P. BERKOWITZ, KENNETH J. )  
BIALKIN, CAROLYN HOGAN BYRD, JOHN )  
H. DASBURG, LESLIE B. DISHAROON, )  
JANET M. DOLAN, KENNETH M. )  
DUBERSTEIN, LAWRENCE G. GRAEV, )  
MERYL D. HARTZBAND, THOMAS R. )  
HODGSON, WILLIAM H. KLING, JAMES A. )  
LAWRENCE, BLYTHE J. MCGARVIE, )  
GLEN D. NELSON, M.D., CLARENCE OTIS, )  
JR., JEFFREY M. PEEK, NANCY A. )  
ROSEMAN, CHARLES W. SCHAFER, )  
GORDON M. SPRENGER, FRANK J. TASCO )  
and LAURIE J. THOMSEN, )  
Defendants, )  
- and - )  
THE ST. PAUL TRAVELERS COMPANIES, )  
INC., f/n/a THE ST. PAUL COMPANIES, )  
INC., a Minnesota corporation, )  
Nominal Defendant. )

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[Caption continued on following page.]

MARILYN CLARK, Derivatively On Behalf of ) Case No. 04-cv-4826 JRT-FLN  
THE ST. PAUL TRAVELERS COMPANIES, )  
INC., f/n/a THE ST. PAUL COMPANIES, ) Judge John R. Tunheim  
INC., )  
Plaintiff, ) Magistrate Judge Franklin L. Noel  
vs. )  
JAY S. FISHMAN, ROBERT I. LIPP, )  
HOWARD P. BERKOWITZ, KENNETH J. )  
BIALKIN, CAROLYN HOGAN BYRD, JOHN )  
H. DASBURG, LESLIE B. DISHAROON, )  
JANET M. DOLAN, KENNETH M. )  
DUBERSTEIN, LAWRENCE G. GRAEV, )  
MERYL D. HARTZBAND, THOMAS R. )  
HODGSON, WILLIAM H. KLING, JAMES A. )  
LAWRENCE, BLYTHE J. MCGARVIE, )  
GLEN D. NELSON, M.D., CLARENCE OTIS, )  
JR., JEFFREY M. PEEK, NANCY A. )  
ROSEMAN, CHARLES W. SCHARF, )  
GORDON M. SPRENGER, FRANK J. TASCO )  
and LAURIE J. THOMSEN, )  
Defendants, )  
- and - )  
THE ST. PAUL TRAVELERS COMPANIES, )  
INC., f/n/a THE ST. PAUL COMPANIES, )  
INC., a Minnesota corporation, )  
Nominal Defendant. )

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**ORDER CONSOLIDATING ACTIONS, APPOINTING LEAD COUNSEL, AND  
RELATED MATTERS**

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Pursuant to the Stipulation Consolidating Actions, Appointing Lead Counsel, and Related Matters (“Stipulation”) dated January 7, 2005, and for good cause appearing therefore, the Court finds and orders that:

1. There are presently two related shareholder derivative actions against certain of the officers and directors of St. Paul Travelers Companies, Inc. (“St. Paul Travelers”) on file in this Court.

2. In an effort to assure consistent rulings and decisions and the avoidance of unnecessary duplication of effort, all of the counsel for parties in the related St. Paul Travelers shareholder derivative actions currently on file in this Court entered into the Stipulation. The counsel are: (1) Robbins Umeda & Fink, LLP and The Spence Law Firm on behalf of plaintiff Vince Rowe; (2) Lerach Coughlin Stoia Geller Rudman & Robbins, LLP, Reinhardt Wendorf & Blanchfield and Barrett, Johnston & Parsley on behalf of plaintiff Marilyn Clark; and (3) Dorsey & Whitney, LLP on behalf of defendants Jay S. Fishman, Robert I. Lipp, Howard P. Berkowitz, Kenneth J. Bialkin, Carolyn Hogan Byrd, John H. Dasburg, Leslie B. Disharoon, Janet M. Dolan, Kenneth M. Duberstein, Lawrence G. Graev, Meryl D. Hartzband, Thomas R. Hodgson, William H. Kling, James A. Lawrence, Blythe J. McGarvie, Glen D. Nelson, M.D., Clarence Otis, Jr., Jeffrey M. Peek, Nancy A. Roseman, Charles W. Scharf, Gordon M. Sprenger, Frank J. Tasco and Laurie J. Thomsen and nominal defendant St. Paul Travelers.

3. The following actions are hereby related and consolidated for pre-trial proceedings:

| <u>Abbreviated Case Name</u>    | <u>Case Number</u> | <u>Date Filed</u> |
|---------------------------------|--------------------|-------------------|
| <i>Rowe v. Fishman, et al.</i>  | 04-cv-4576 JRT-FLN | October 25, 2004  |
| <i>Clark v. Fishman, et al.</i> | 04-cv-4826 JRT-FLN | November 19, 2004 |

4. Every pleading filed in these consolidated actions, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA

|  |   |                                   |
|--|---|-----------------------------------|
| VINCE ROWE, et al.   | ) | Lead Case No. 04-cv-4576 JRT-FLN  |
| Plaintiff  | ) | Judge John R. Tunheim             |
| vs.  | ) | Magistrate Judge Franklin L. Noel |
| JAY S. FISHMAN, et al.   | ) |                                   |
| Defendants   | ) |                                   |
| - and -  | ) |                                   |
| THE ST. PAUL TRAVELERS COMPANIES,<br>INC. a Minnesota Company, | ) |                                   |
| Nominal Defendant  | ) |                                   |

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5. The files of these consolidated actions shall be maintained in one file under Lead Case No. 04-cv-4576 JRT-FLN.

6. The *Rowe v. Fishman, et al.* action shall be designated the lead case, all higher numbered filings will be under its caption. Plaintiffs shall file a Consolidated Derivative Complaint (“Complaint”) no later than 90 days from the date of entry of this Order, unless otherwise agreed between the parties and approved by the Court, which shall be deemed the operative complaint, superceding all complaints filed in any of the actions consolidated hereunder. Defendants shall have 60 days after the filing and service of the Complaint to file a responsive pleading. In the event that defendants file and serve any motions directed at the Complaint, plaintiffs shall file and serve their opposition within 45 days after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition, they will do so within 30 days after plaintiffs' service of the opposition. Counsel agree to confer to select a hearing date.

7. The Lead Counsel for plaintiffs for the conduct of these consolidated actions is:

ROBBINS UMEDA & FINK, LLP  
JEFFREY P. FINK  
610 West Ash Street, Suite 1800  
San Diego, CA 92101  
Telephone: 619/525-3990  
Facsimile: 619/525-3991

8. Plaintiffs' Lead Counsel shall have authority to speak for plaintiffs in matters regarding pre-trial procedure, trial and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

9. Plaintiffs' Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court.

10. The Co-Liaison Counsel for plaintiffs for the conduct of these consolidated actions is:

THE SPENCE LAW FIRM  
RUSSELL M. SPENCE  
10 South Fifth Street, Suite 300  
Minneapolis, MN 55402  
Telephone: 612/375-1555  
Facsimile: 612/375-1511

REINHARDT WENDORF & BLANCHFIELD  
GARRETT D. BLANCHFIELD, JR  
FRANCES E. BAILLON  
E-1250 First National Bank Building  
332 Minnesota Street  
St. Paul, MN 55101  
Telephone: 651/287-2100  
Facsimile: 651/287-2103

11. Plaintiffs' Co-Liaison Counsel shall be available and responsible for communications by plaintiffs to and from this Court, including distributing orders and other directions from the Court to plaintiffs' counsel. Plaintiffs' Co-Liaison Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel. Service upon plaintiffs' Co-Liaison Counsel is sufficient for purposes of serving plaintiffs under Rule 5 of the Federal Rules of Civil Procedure.

12. Defendants' counsel may rely upon all agreements made with plaintiffs' Lead Counsel, or other duly authorized representative of plaintiffs' Lead Counsel, including plaintiffs' Co-Liaison Counsel, and such agreements shall be binding on plaintiffs.

13. This Order shall apply to each case, arising out of the same or substantially the same transactions or events as these cases, which is subsequently filed in, removed to or transferred to this Court.

14. When a case which properly belongs as part of the *Rowe v. Fishman, et al.*, Lead Case No. 04-cv-4576 JRT-FLN, is hereafter filed in the Court or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing or transfer of any case which might properly be consolidated as part of the *Rowe v. Fishman, et al.*, Lead Case No. 04-cv-4576 JRT-FLN, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

**IT IS SO ORDERED.**

Dated: January 10, 2005

s/John R. Tunheim

The Honorable John R. Tunheim  
United States District Court Judge